

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

NOTICE is hereby given, to the members of Popular Vehicles and Services Limited ("the Company") pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act and Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and read with the General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and the latest being 03/2025 dated 22.09.2025 and any other relevant circulars and notifications issued by the Ministry of Corporate Affairs (herein collectively referred to as "MCA Circulars") and other applicable laws and regulations (including statutory modifications or re-enactments thereof), as amended from time to time, for seeking the consent of the members of the Company to transact the following Special Business(es) through the process of Postal Ballot, by electronic means ("remote e-voting") only.

The said Notice is also available on the website of the Company at www.popularmaruti.com and in the relevant section of the website of BSE Limited ('BSE') www.bseindia.com and National Stock Exchange of India Limited ('NSE') www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of Registrar and Transfer Agent (RTA) MUFG Intime India Private Limited (MUFG) (erstwhile Link Intime India Private Limited) at <https://in.mpms.mufg.com/>.

Popular Vehicles & Services

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www.popularmaruti.com

CIN L50102KL1983PLC003741
KERALA – GSTIN 32AABCP3805G1ZW
TAMIL NADU- GSTIN 33AABCP3805G1ZU
KARNATAKA - GSTIN 29AABCP3805G1ZJ
TELANGANA - GSTIN 36AABCP3805G1ZO

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. If a member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company in their meeting held on Tuesday, 10th February, 2026 had appointed Mr. Mylador Cherman Sajumon, Practicing Company Secretary (Membership No ACS 9868, CPN:2385) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of MUFG Intime India Private Limited ('MUFG') to provide remote e-voting facility to the Members of the Company. Please refer to the instructions in the Notes under the section "Voting through Electronic Means" for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out. The communication of the assent or dissent of the members would only take place through the remote e-voting system.

The remote e-voting period commences at 9:00 A.M. (IST) on Friday, the 27th February, 2026 and will end at 5:00 P.M. (IST) on Saturday, the 28th March, 2026, thereafter, the remote e-voting will be blocked and voting shall not be allowed beyond said time. After completing of scrutiny of the votes cast, the Scrutinizer shall, within 2 working days from the conclusion of the voting period of postal ballot, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him/her.

The Chairperson or a person authorized by him/her shall declare the result of the voting forthwith. The declared Result, along with the Scrutinizer's Report, will be available forthwith on the Company's website at www.popularmaruti.com under the 'Investors' Section and will also be forwarded to the NSE & BSE, where the Company's shares are listed and on the website of MUFG Intime India Private Limited ("MUFG Intime") (erstwhile Link Intime India Private Limited), the Registrar & Share Transfer Agents of the Company, at <https://in.mpms.mufig.com/>.

SPECIAL BUSINESS

ITEM NO. 1

RE-APPOINTMENT OF MR. JOHN KUTTUKARAN PAUL (DIN: 00016513) AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196(3)(a) read with proviso thereto and Sections 196(4), 197, 203, Part I of Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), Regulation 17(1C), Regulation 17(6)(e) and other applicable regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the approval of the Central Government, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. John Kuttukaran Paul (DIN: 00016513), who has attained the age of 73 (seventy three) years, as Whole Time Director of the Company, for a further term commencing from 01st April, 2026 to 31st March, 2028, liable to retire by rotation and who shall seek reappointment, if eligible, irrespective of his tenure of appointment, on the following remuneration:

- a) Salary Rs. 8,85,775/- per month on an annual increment as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, subject to a maximum ceiling of 10% increase per annum;
- b) Performance Incentive: As determined by the Board based on consolidated net profits of the Company in the following category:

Consolidated Net profit	Performance Incentive
Upto Rs. 20,00,00,000/-	Nil
Rs.20,00,00,000/- Rs.30,00,00,000/-	1% of the achievement in this slab.
Over and above the slabs mentioned above, milestone based incentive: For the achievement of every Rs.5 crores. (Any Fractional achievement to be ignored.)	
a) Achievement of Rs.35,00,00,000/-	0.167% for Rs. 5 crores
b) Achievement of Rs.40,00,00,000/- (The slab (a) above will be ignored)	0.333% for Rs. 10 crores
c) Achievement of Rs.45,00,00,000/- (The slab (a) and (b) above will be ignored)	0.50% for Rs. 15 crores
d) Achievement of Rs.50,00,00,000/- and in multiples of every Rs.5 crores thereafter. (Any Fractional achievement to be ignored.) (The slab (a) (b) and (c) above will be ignored)	0.667% for Rs. 20 crores and above in multiples of Rs. 5 crores.

Popular Vehicles & Services

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www.popularmaruti.com

CIN L50102KL1983PLC003741
KERALA – GSTIN 32AABCP3805G1ZW
TAMIL NADU- GSTIN 33AABCP3805G1ZU
KARNATAKA - GSTIN 29AABCP3805G1ZJ
TELANGANA - GSTIN 36AABCP3805G1ZO

- c) Perquisites (valuated as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) like the benefit of the Company's furnished accommodation
- d) gas, electricity, water and furnishings, club fees, life and health insurance, use of car and telecommunication facilities including broadband, internet and fax at residence, leave and travel concessions, education benefits.
- e) Perquisites and tax deducted at source falling under section 194 R of the Income Tax Act, 1961.
- f) Other Benefits:

In addition to the salary, Performance Incentive, Perquisites as above, the Whole Time Director shall be entitled to the following Benefits:-

- i. **Gratuity:** Up to half a month's salary for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972, subject to the maximum limit permitted under the Act.

"RESOLVED FURTHER THAT consent of the shareholders be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits, then remuneration as decided above be paid."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above."

By Order of the Board
For Popular Vehicles and Services Limited

Sd/-

Place: Cochin
Date: 10th February, 2026

Varun T. V.
Company Secretary and Compliance Officer
ACS No. 22044

Notes:

1. The Explanatory Statement pursuant to Section 102, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") setting out all material facts and reasons concerning the Resolutions in the accompanying Postal ballot Notice, is annexed hereto.
2. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically through remote e-voting facility provided by MUFG Intime India Private Limited ("MUFG"). The instructions for electronic voting are annexed to this Postal Ballot Notice.
3. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 20th February, 2026 ("Cut-off date"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. In case a member has any queries or grievances regarding e-voting he or she may send mail to cs@popularv.com.
4. All the material documents referred in Postal Ballot Notice shall be available for inspection through electronic mode, basis the request being sent by Members on email id: cs@popularv.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.
6. Institutional Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to cfccochoin@gmail.com with a copy marked to cs@popularv.com.

7. The remote e-voting period commences at 09:00 A.M. (IST) on Friday, 27th February, 2026 and will end at 05:00 P.M. (IST) on Saturday, 28th March, 2026, thereafter remote e-voting module will be blocked and voting shall not be allowed beyond said time. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. Once a member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
8. In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on Friday, 20th February, 2026, ("Cut-Off Date") and who have registered their e-mail addresses with the Company or with the Depository Participant.
9. A person who becomes a member after the Cut-Off Date should treat this Notice for information purpose only.
10. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.
11. Members who have not registered their email address with the Company or Depository Participant, may complete the email registration process as under: i) Members holding shares in physical form and whose email addresses are not registered with the Company, may register their email address by sending scanned copy of a signed request letter mentioning name, folio number and complete address, self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the member as registered with the Company, by email at cs@popularv.com . ii) Members holding shares in demat form can update their email address with their Depository Participant.
12. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.popularmaruti.com, websites of BSE Limited at www.bseindia.com and NSE at www.nseindia.com and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.

13. The documents referred to in the Notice and the Explanatory Statement would be available on the Company's website www.popularmaruti.com under 'Investors' Section' and also available for inspection without any fee by the members at the Registered Office of the Company during business hours from 11 am to 5 pm on any working day, excluding Saturday and Sunday, up to closure of remote e-voting on, Saturday, 28th March, 2026.
14. The Board of Directors of the Company at its Meeting held on Tuesday, 10th February, 2026 have appointed Mr. Mylador Cheria Sajumon, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the remote e-voting module in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make a scrutinizer's report of the total votes cast in favour and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, on or before Tuesday, 31st March, 2026. The declared Results along with the Scrutinizer's Report will be submitted to the BSE and NSE, displayed on the Notice Board of the Company at its Registered Office, available on the Company's website at www.popularmaruti.com. MUFG Intime India Private Limited, engaged by the Company for facilitating e-voting, will also display the Results on its website at www.instavote.linkintime.co.in.
16. The Scrutinizer's decision on the validity of the vote shall be final.
17. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard on the last date specified for remote e-voting i.e. Saturday, 28th March, 2026.
18. In case you hold shares in physical form, SEBI, vide its Circulars, has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, email address, mobile number, bank account details, etc.) and nomination details by holders of securities. In case any of the aforesaid documents/ details are not available in the records of the Company/ Registrar Transfer Agent (RTA), our RTA will be constrained to freeze your folio(s) impending submission. We therefore request you to take timely action to avoid inconvenience in future.

19. In case you hold shares in demat form, keep your bank details, email address, postal address and contact number updated in your Account with the Depository Participant.

REMOTE EVOTING INSTRUCTIONS:

The instructions for members for remote e-voting are as follows:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsd.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant.

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

- A. User ID: Enter User ID
- B. Password: Enter existing Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

- A. User ID: Enter User ID
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
 - o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
 - o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
- E. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

- F. Enter Image Verification (CAPTCHA) Code.
- G. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered_email_address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <u>evoting@nsdl.co.in</u> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

Insta/Vote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Popular Vehicles & Services

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e cs@popularv.com
www.popularmaruti.com

CIN L50102KL1983PLC003741
KERALA – GSTIN 32AABCP3805G1ZW
TAMIL NADU- GSTIN 33AABCP3805G1ZU
KARNATAKA - GSTIN 29AABCP3805G1ZJ
TELANGANA - GSTIN 36AABCP3805G1ZO

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

ITEM NO. 1

RE-APPOINTMENT OF MR. JOHN KUTTUKARAN PAUL (DIN: 00016513) AS WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. John Kuttukaran Paul (DIN: 00016513) is one of the Promoters of the Company and has been a Director of the Company since the incorporation of the Company in the year 1983. Further, he has been holding the position of Managing Director for over past two decades. He holds a bachelor's degree in mechanical engineering from the University of Calicut. He is responsible for the Maruti Suzuki dealership operations of the Kuttukaran group. The Kuttukaran Group (i.e. the group of entities and businesses operated by our Promoters and their family members) has over seven (7) decades of experience in the automotive industry. He has more than four decades of experience in the automobile industry. He was the past President of Federation of Automobile Dealers of India and is currently the president of Kerala Automobiles Dealership Association. He is also a trustee of the Lawrence School Lovedale Alumni Foundation.

Mr. John Kuttukaran Paul has devoted over four decades to the growth and establishment of our Company, Popular Vehicles and Services Limited. He has been a Director of the Company from the inception of the Company and has been holding the position of Managing Director for over past two decades. He has successfully spearheaded the Company to the level it is at present.

Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the members through the postal ballot held on 11th July, 2024 had reappointed Mr. John Kuttukaran Paul (DIN:00016513) as the Whole-Time Director of the Company as recommended by the Nomination and Remuneration Committee and Board of Directors at their meetings held on 28th May, 2024, for a period of 2 (Two) consecutive years commencing from 29th April 2024 to 31st March, 2026.

Mr. John Kuttukaran Paul (DIN: 00016513) served as a Director of the Kerala Chamber of Commerce and Industries (KCCI) during the financial years 2012–13, 2013–14 and 2014–15, during which period KCCI was found to be in violation of Sections 209(1) and 217(3) of the Companies Act, 1956. In connection with the said violations, he remitted fines of ₹10,000 in ST 43/19 and ₹5,000 in ST 42/19 before the Chief Judicial Magistrate (Economic Offences) Court, Ernakulam, and the matter stood closed upon payment of the fines. However, in terms of Part I of Schedule V to the Companies Act, 2013, approval of the Central Government was required for his appointment/reappointment. Accordingly, the Company had sought Central Government approval for his appointment as Managing Director for the period from 1 April 2022 to 15 June 2022 and subsequently as Whole-time Director from 15 June 2022 to 31 March 2024. The applications filed in Form MR-2 were not considered and were disposed of by the Ministry of Corporate Affairs vide its letter dated 29 April 2024. Thereafter, fresh shareholders' approval was obtained through a postal ballot concluded on 11th July 2024, pursuant to which a fresh Form MR-2 was filed with the Ministry on 25th July 2024 seeking approval for his appointment as Whole-time Director. The said application is presently under process and pending with the regulatory authorities. Vide proviso to Schedule V(a)(xix)(b) of the Companies Act, 2013, if the Central Government accords its approval to the said appointment, no further approval of the Central Government shall be necessary for the subsequent appointment.

Our Promoters, including Mr. John Kuttukaran Paul, have provided personal guarantees for loan facilities obtained by the Company and its subsidiaries. As of now, majority of company's secured and unsecured loans are backed by personal guarantees provided by our Promoters including Mr. John Kuttukaran Paul. So, the Board of Directors is of the opinion that for smooth and efficient running of business, the services of Mr. John Kuttukaran Paul should be available to the Company for a further term with effect from 01st April, 2026 to 31st March, 2028.

Considering the above matters and his extensive knowledge of the Company's affairs, coupled with his vast business experience and longstanding relationship with the Original Equipment Manufacturers ("OEMs"), the Board of Directors is of the unanimous opinion that for the continued smooth and efficient running of the

business, the service and contribution of Mr. John Kuttukaran Paul is invaluable and inevitable to the Company for a further term. With his extensive business, knowledge, experience and expertise, Mr. John Kuttukaran Paul would definitely continue to enhance the business strength. So his reappointment as Whole Time Director of Popular Vehicles and Services Limited, for a further term w.e.f 01st April, 2026 to 31st March, 2028, is in the best interest of the company and is justified. Further, as per Section 196(3)(a) of the Companies Act, 2013, read with proviso thereto, and Part I of Schedule V to the Act, a Company can appoint or continue the employment of a person who has attained the age of seventy (70) years as Whole-Time Director, if the consent of the members is accorded thereto by passing a special resolution at a general meeting of the company. Mr. John Kuttukaran Paul (DIN:00016513) has completed seventy-three (73) years of age. The Board of Directors is confident that with his extensive business knowledge, experience, and expertise, Mr. John Kuttukaran Paul (DIN:00016513) would definitely continue to enhance the business strength and his appointment is in the best interest of the company and is justified.

The Salary scale as approved by the shareholders for his proposed term of reappointment as Whole-Time Director is Rs. 8,85,775/- per month on an annual increment as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, subject to a maximum ceiling of 10% increase per annum. The proposed remuneration is consistent with the remuneration in the industry of similar size for similarly placed persons. The Board of Directors and the Nomination and Remuneration Committee have recommended continuation of the same remuneration as was paid during the financial year 2025–26.

The Performance incentive is being calculated as a percentage of Consolidated Net Profits of the Company, after factoring in the performance of the Company along with the performance of all its subsidiaries as well.

The Finance Act 2022 inserted a new Section 194R in the Income Tax Act, 1961 with effect from 01.07.2022 casting an obligation on the person responsible for providing any benefit or perquisite to a resident, to deduct tax at source @ 10%, whether the

benefit or perquisite is in cash or kind. The benefit or perquisite may or may not be convertible into money but should arise either from carrying out of business, or from exercising a profession, by such resident.

The prevalent practice in the Automobile Industry is that of OEMs, Insurance Companies among others providing direct offers of foreign leisure trips, foreign meetings, etc. for the Directors and other leadership teams of dealerships with or without family. These leisure trips are often along with the officials of Maruti and counterparts of other dealerships and is a platform for networking and relationship building. The cost for these visits are fully borne by the respective OEMs and no cost is shared with the Company. Subsequent to the enactment of Section 194R, the cost associated with such travel shall be accounted as provided to Dealership Companies by the OEM's and get included in the perquisite of the concerned beneficiary. The Company is now made responsible for the payment of tax deduction at source against this perquisite even though no payment is emanating from the Company and shows the cost of the benefit as perquisite of the managerial personnel. Your Board of Directors has decided to recommend to the members for inclusion of the perquisites falling under Section 194R to Mr. John Kuttukaran Paul (DIN:00016513), Whole-time Director of the Company as mentioned in the resolution.

Mr. John Kuttukaran Paul (DIN:00016513) has devoted over four decades to the growth and establishment of our Company. He has been a director from its inception. Considering his expertise and contributions to the Company, Shareholders' approval is sought for inclusion of provision for Gratuity payable on retirement. The gratuity considered is as per the Company's policy and is paid to all the employees of the Company on their retirement.

In the event of absence of profits or inadequacy of profits in any financial year during the tenure of appointment, remuneration shall be payable in accordance with the provisions of Section 197(3) read with Part II of Schedule V to the Companies Act, 2013.

Accordingly, the consent of the shareholders is obtained by way of a special resolution as set out at Item No. 1 of the Notice for approval of the Members.

Mr. John Kuttukaran Paul (DIN:00016513) is the promoter of the Company and its Managerial Personnel and so he may be deemed to have a pecuniary relationship with the Company besides his remuneration in the capacity of Whole- Time Director. Further as on date Mr. John Kuttukaran Paul holds 14,519,362 Equity Shares of Rs. 2/- each (20.39%) in the Company.

Considering the above, and in compliance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at its meeting held on 10th February 2026, recommended for shareholders' approval for the re-appointment of Mr. John Kuttukaran Paul (DIN: 00016513) as Whole-Time Director of the Company for a further term from 01st April 2026 to 31st March 2028, along with the terms and conditions of his appointment, including remuneration, as recommended by the Nomination and Remuneration Committee at its meeting held on 10th February 2026, subject to the approval, of the shareholders by way of a special resolution, and subject to the approval of the Central Government, if required under Schedule V. Except the promoters and directors Mr. John Kuttukaran Paul (DIN:00016513), Whole-Time Director, Mr. Francis Kuttukaran Paul (DIN:00018825), Whole-Time Director and Mr. Naveen Philip (DIN:00018827), Managing Director of the Company and their relatives, none of the Key Managerial personnel of the company or their relatives are interested whether financial or otherwise, in respect of the resolution as set out in the notice.

Additional information including a brief profile etc. of Mr. John Kuttukaran Paul (DIN:00016513) pursuant to Regulation 36 of the Listing Regulations, the Secretarial Standard on General Meetings (SS-2) in respect of his appointment, is given in **Annexure- A** to this Notice.

ANNEXURE A

DETAILS OF THE DIRECTOR- RECOMMENDED FOR THE APPOINTMENT, AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of the Directors	Mr. John Kuttukaran Paul
Director Identification Number (DIN)	00016513
Designation	Whole Time Director
Date of Birth/Age	28 th March, 1953 (73 years)
Date of first appointment on the Board	28 th June, 1983
Nature of expertise, Qualification and Brief Profile	He holds a bachelor's degree in Mechanical Engineering from the University of Calicut. He is responsible for the Maruti Suzuki dealership operations of the group. He has more than four decades of experience in automobile industry. He is currently the president of Kerala Automobiles Dealership Association and currently a member of Federation of Automobile Dealers Association's Executive Committee and Governing Council. He is also a trustee of the Lawrence School Lovedale Alumni Foundation.
Number of meetings of the Board attended during the financial year 2025-26 till date	Mr. John Kuttukaran Paul attended 5 out of the 5 meetings of the Board.
Shareholding in the Company directly or as beneficial holder	20.39%
Terms and conditions of Appointment/ reappointment	Please refer Resolution No. 1 and relevant Explanatory Statement to this Notice.
Details of remuneration sought to be paid and remuneration last drawn	Salary, Perquisites, Performance Incentive and tax deducted at source falling under section 194 R of the Income Tax Act, 1961 and

Popular Vehicles & Services

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CIN L50102KL1983PLC003741
KERALA – GSTIN 32AABCP3805G1ZW
TAMIL NADU- GSTIN 33AABCP3805G1ZU
KARNATAKA - GSTIN 29AABCP3805G1ZJ
TELANGANA - GSTIN 36AABCP3805G1ZO

	Gratuity upto half a month's salary for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972 as detailed in Resolution No.1 and the last drawn remuneration is Rs. 8,85,775/-.
Directorships held in other companies	<ol style="list-style-type: none"> 1. Popular Auto Dealers Private Limited 2. Keracon Equipments Private Limited 3. Popular Autoworks Private Limited 4. Kuttukaran Cars Private Limited 5. Popular Auto Spares Private Limited 6. Prabal Motors Private Limited 7. Regiis Insurance Brokers Private Limited 8. Bluetimbre Music Private Limited 9. Foundation For Entrepreneurial Development (Kerala) 10. Memorytrain Creatives Private Limited 11. Kuttukaran Homes LLP 12. Kuttukaran Mobility Services LLP
Names of the Listed Entities from which the appointee has resigned in the past 3 years	Nil
Memberships/Chairmanship in Board committees of other companies	Prabal Motors Private Limited -Audit Committee (Member) -Nomination and Remuneration Committee (Member)
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Relative of Mr. Francis Kuttukaran Paul, Whole Time Director and Mr. Naveen Philip, Managing Director.

**By Order of the Board
For Popular Vehicles and Services Limited
Sd/-**

Place: Cochin

Date: 10th February, 2026

Varun T. V.

**Company Secretary and Compliance Officer
ACS No. 22044**